

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA

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In Re: ) Case No. 19-30088  
 ) Chapter 11  
PG&E CORPORATION AND PACIFIC )  
GAS AND ELECTRIC COMPANY ) San Francisco, California  
 ) Friday, May 22, 2020  
Debtors. ) 11:30 AM  
 )  
PRE-CONFIRMATION SCHEDULING  
CONFERENCE

TRANSCRIPT OF PROCEEDINGS  
BEFORE THE HONORABLE DENNIS MONTALI  
UNITED STATES BANKRUPTCY JUDGE

APPEARANCES (Via Zoom):

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1 SAN FRANCISCO, CALIFORNIA, FRIDAY, MAY 22, 2020, 11:30 AM

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3 (Call to order of the Court.)

4 THE CLERK: This is the Bankruptcy Court for the  
5 Northern District of California. Court is now in session. The  
6 Honorable Dennis Montali presiding.

7 (Pause.)

8 THE CLERK: Your Honor, can you hear me?

9 THE COURT: I can hear you fine.

10 THE CLERK: Okay.

11 THE COURT: Can you hear me?

12 THE CLERK: Yes, I can. The matter of PG&E  
13 Corporation. One moment, Your Honor, while I bring in the  
14 attendees.

15 (Pause.)

16 THE CLERK: And we're waiting on Mr. MacConaghy, Your  
17 Honor.

18 THE COURT: All right. I think you can unmute the  
19 other panelists. All right. For those of you on the screen,  
20 I'm not going to follow Judge Donato's procedure and ask you  
21 all to make your appearances. I will ask you to state your  
22 name when you first speak so that anyone listening or the audio  
23 transcript will get your appearance.

24 And Mr. MacConaghy, I see you're here, and Mr. Julian.  
25 There was confusion in my mind last night, and that's why I

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asked you both to be panelists, because I wasn't sure who was  
going to make the argument, so you can clarify that. And if  
you one of -- Mr. MacConaghy, particularly, if you are not  
going to do it, I probably will have Ms. Parada send you back  
to the attendee panel, just so we won't have people on the  
screen who aren't going to be active, but you and Mr. Julian  
can clarify your position on that.

Mr. Karotkin, can you hear me all right?

MR. KAROTKIN: Yes, sir.

THE COURT: I got your statement of your witnesses,  
but I don't know if you have filed the declarations yet. I've  
been away from my court access for the last little while. Are  
those filed yet?

MR. KAROTKIN: No, sir.

THE COURT: Okay.

MR. KAROTKIN: That will be filed later this  
afternoon --

THE COURT: Okay.

MR. KAROTKIN: -- your time.

THE COURT: Okay. All right. Well, let me make a few  
preliminary comments for you, but also the other attorneys, and  
particularly attorneys who are going to be either making  
presentations at the trial or cross-examining witnesses. Let's  
start with exhibits. There have been questions.

And I know, Mr. Tsekerides, you asked some questions

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1 to my courtroom deputy about what I wanted to do as far as  
2 exhibits. Well, here's what I think will work, and again, if  
3 you disagree, you can certainly tell me.

4 First of all, I can divide the exhibits into those  
5 that are already on the docket, so that a number of counsel  
6 have identified things like the RSA, or transcripts, or orders,  
7 and I don't want to have reproducing exhibits that are already  
8 on the docket.

9 What I'm going to ask each party to do is to use and  
10 prepare a list of exhibits, so that an attorney who is  
11 producing any list of exhibits and is offering a new exhibits  
12 that's not on the docket, there's a procedure I'm going to  
13 describe for how that exhibit is going to be made available to  
14 the Court and to opposing counsel. But to the extent that an  
15 exhibit is in the docket already, I simply want it to be  
16 identified by docket number.

17 So let me use you as my guinea pig, Mr. Tsekerides.

18 MR. TSEKERIDES: Sure.

19 THE COURT: If you were going to have two exhibits --  
20 wouldn't that be some -- and if you only had two exhibits, your  
21 exhibit list should say PG&E Exhibit -- PG&E 1, and that might  
22 be at docket number such-and-such.

23 (Telephone ringing)

24 THE COURT: Oh, hold on one second. That's a personal  
25 phone that's coming in, and that's just going to ring for a

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1 minute. Let me mute this, so you don't hear it. I'm just  
2 going to take a break while this thing -- well, I don't know  
3 what I am going to do. It'll stop, eventually.

4 (Pause.)

5 THE COURT: Okay. So Mr. Tsekerides, your -- now  
6 again, your list 1 would say RSA docket number such-and-such,  
7 and internally, we will have -- we'll just use a link so that  
8 when I want to look at the exhibit you're referring to, or  
9 you're asking a witness about, I don't have to pull it up from  
10 anywhere, I'll take it off the docket, and I'm assuming that  
11 any other lawyer participating in the matter can do the same.

12 Suppose, for example, you have Exhibit 2, which is  
13 something that isn't on the docket, like a statement, or a  
14 summary, or a declaration of a witness or whatever, then you  
15 designate it by, again, PG&E 2 or whatever the sequential  
16 number is.

17 And then you're going to get -- we will provide  
18 available to everyone later today, an email address where those  
19 exhibits should be sent. They should not be sent to my  
20 courtroom deputy, or to me, or to anyone. You will have  
21 available a designated -- excuse me, dedicated email address to  
22 send those exhibits. And it'll be your responsibility, Mr.  
23 Tsekerides, as my guinea pig here, to make sure that that  
24 exhibit is emailed to counsel who are identified and will be  
25 participating, not only as an attendee, but participating as

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1 someone who may be examining or cross-examining a witness  
2 relevant to that document.

3 And so this applies to anyone else who is listening.  
4 I'll repeat it. And as I say, a number of counsel have  
5 identified on the docket exhibits that include the kinds of  
6 things I'm talking about: the RSAs, orders, transcripts,  
7 anything on the docket. I just don't want that reproduced, but  
8 I want it identified as an exhibit that that counsel intends to  
9 refer to.

10 Now, those of you that are new to Zoom, we're going to  
11 use a Zoom feature called, "Share", not Sonny & Cher, but  
12 Share, S-H-A-R-E, and again, I'll use you, Mr. Tsekerides, as  
13 my example. Suppose you have an exhibit that is not on the  
14 docket, and it is something you want to present. If it's on  
15 your exhibit list, presumably it is stored somewhere in your  
16 internal computer system, so you can pull it up out of the  
17 directory where you are. And if it's sent into the email  
18 address that I've told you, we can pull it up, and so can other  
19 counsel. But when you want to refer to that document to  
20 examine and question a witness, you will activate the Share  
21 feature and the screen then allows that document to be  
22 displayed on the screen. I'm not going to go into all the  
23 details of it because it's one of those things you probably  
24 just need to practice if you're not familiar with it, but the  
25 short answer is there on the screen will be the witness and the

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1 document, and it's that simple. And so we don't have to -- we  
2 don't have to have third-party vendors. We don't have to do  
3 anything.

4 So again, repeat, the document will be either on the  
5 docket to begin with and have a link so anybody can get to  
6 it -- obviously, you don't need it, it's on the docket -- and  
7 if it's not on the docket, it'll be in -- have been exchanged  
8 to, among all parties who need to have access to it. I'm not  
9 going to require, and I simply -- and I don't want to require  
10 that exhibits be provided to other people. You can do it as a  
11 courtesy, but anyone who is not going to be examining a  
12 witness, or discussing an exhibit, doesn't need to get it.  
13 They'll see it on the screen if they want.

14 And if it's offered into evidence and kept as part of  
15 the record, then that'll be dealt with in a different fashion.

16 The documents that are emailed in should be in PDF  
17 form unless there's some other medium that is more typical. If  
18 it's a photograph -- I don't imagine we have photographs, but  
19 if there is -- or if there's a spreadsheet perhaps that doesn't  
20 lend itself to PDF, but I'll assume that most are PDF, and they  
21 should be individual.

22 So if you had ten exhibits, you should have ten  
23 different PDF files that have been sent to the Court, each of  
24 them identified by the proponent. So TCC, debtors, if it's one  
25 of the other counsel objecting -- I mean representing a party.



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1 It's just a descriptive term with a sequential number. And so  
2 every exhibit should have an identification that is the party  
3 sponsoring it, an identification of what it is, or a docket  
4 number, and as I say, if it's already on the docket, it isn't  
5 created as a new exhibit.

6 All right. And so the expectation will be that when a  
7 witness is called, first, there should be declarations  
8 presented, and the witness will be called and first examined by  
9 cross-examination, and obviously, if the cross-examiner wishes  
10 to refer to any exhibit, then that's the procedure we'll  
11 follow. So for those of you, the four of you here, any  
12 questions about -- or five -- four -- questions?

13 Mr. Tsekerides?

14 MR. TSEKERIDES: So on the -- I understand that if  
15 it's not on the docket, and we want to include it, we're going  
16 to send it to a dedicated email that the Court would provide,  
17 but Your Honor said something about also emailing it to counsel  
18 who identified themselves as participating. Are you referring  
19 to the deadline that we have today for people to let the Court  
20 know who that is, and then should we just go through the  
21 notices to see who put in some kind of notice that they're  
22 participating?

23 THE COURT: Well, all right, I don't -- did you have  
24 any success in having a conversation with counsel in the last  
25 couple of days?

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1 MR. TSEKERIDES: Yeah, we had a good call. I think we  
2 talked about some of the things, and I think Your Honor's  
3 process, I think, covers the exhibit part, but we didn't get  
4 into the specifics about who is going to participate. It is in  
5 the order that today, people are supposed to file a notice with  
6 the Court identifying the email address, and that would be  
7 fine, we'll know from that, but assuming those are the people  
8 that you then want us to send these other exhibits to.

9 THE COURT: Sure, let's just use -- let's just use the  
10 two lawyers who we know well that are here on the screen.  
11 Let's use Mr. Julian as the other guinea pig. If you've got  
12 something that isn't on the docket that you're going to rely on  
13 to have one of your witnesses refer to, then certainly, you  
14 should've sent it to Mr. Julian, just like in a pre-COVID, pre-  
15 video world, you would've sent him, one way or the other, your  
16 exhibits.

17 And Mr. Julian should know, and I'm sure does know, he  
18 should store that locally in his drive for the same reason, so  
19 that he call it up, and if he's examining a witness, and wants  
20 to discuss that document with the witness, he activates the  
21 share feature, and he pulls that document up out of his  
22 directory, and you, and he, and I, are all looking at the same  
23 document.

24 MR. TSEKERIDES: I get that part, and I would've known  
25 that by Mr. Julian -- the point that I'm making is he would've

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1 filed a notice with the email address of the speaking attorney,  
2 and then I would know to send it to him. Because if somebody  
3 doesn't submit a notice to the Court, I won't know that they  
4 plan on participating.

5 THE COURT: And --

6 MR. TSEKERIDES: That's the only point I'm making.

7 THE COURT: That's right, and I'll enforce the rules  
8 that the -- that are what we're talking about. So if someone  
9 hasn't identified him or herself as going to be participating  
10 in that context, then you don't have to send it to him.

11 MR. TSEKERIDES: Okay.

12 THE COURT: Again, to the extent that you're dealing  
13 with things already on the docket, obviously, you've already  
14 sent it to them anyway. And what my expectation is after I  
15 hear from you in more detail is once I know the witnesses you  
16 intended to call -- well, you've already identified them,  
17 excuse me -- and I get an identification of those who want to  
18 examine any of those witnesses, I will first ask if you and all  
19 of those participating counsel have agreed on some time  
20 allocations. And if you have, that's fine, and if you haven't,  
21 it's my expectation that I'll just make some time allocations  
22 and use my judgment about it.

23 Because again, my expectation is that after I see the  
24 list and get a sense from you particularly on how much time you  
25 think -- or let me restate it differently. I can make a

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1 judgement call on how much I think would be appropriate for  
2 your witness A to be cross-examined by three different counsel,  
3 five different counsel, but I'm not going to have five counsel  
4 ask the same witness the same question five times. I'm going  
5 to expect that those counsel will meet and confer, and share  
6 the burden, so we aren't burdening the witness, or the Court,  
7 or the entire universe of people that are following this trial.  
8 Just the same --

9 MR. TSEKERIDES: But we did --

10 THE COURT: Just the same as a real trial. We  
11 wouldn't have two lawyers ask the same witness the same  
12 question.

13 MR. TSEKERIDES: And those were -- we did have a  
14 constructive call. I mean, what we -- since, as you know, none  
15 of us have authority to bind anybody, we did talk about all of  
16 those issues, including some -- lead attorney, times  
17 constraint. We didn't agree on a time. Frankly, we thought it  
18 would be better for Your Honor to maybe see the declarations,  
19 see how many people there are, and then use your discretion to  
20 determine how much time you think. There could be twenty  
21 minutes for one person, but two hours for another.

22 So we agreed conceptually as a group that it made  
23 sense to proceed that way. One of the-- it wasn't really a  
24 disagreement, it's just -- there's no particular leader, so we  
25 tried to coax out of the group, well could there be one person

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1 who at least starts, and starts examining the witness, and then  
2 if you have a particular question, nobody is suggesting that  
3 you have to hand it to the other lawyer to ask for you but at  
4 least let one person go, do sort of basics, and then please  
5 don't come up and ask the same questions again, and I think  
6 people agreed to that.

7 Where we're not going to have any agreement, but we'll  
8 need guidance is well, who is going to start, how's that going  
9 to go.

10 THE COURT: Well, I am going to answer that in a  
11 couple of ways. First of all, I want to make sure that  
12 everyone listening doesn't confuse participating and arguing  
13 with examining witnesses. I'm not closing the door today on  
14 who gets to make arguments on the merits. The focus today is  
15 what to do with the witnesses, and so I am going to hold that  
16 to a tight schedule.

17 So we've had a number of counsel kind of contact my  
18 courtroom deputy, saying I want to participate, I want to  
19 speak. That's fine. We can all deal with that but I'm not  
20 going to deal with it in this conversation.

21 What I am going to do -- well, let me digress  
22 slightly. I know that today Mr. Abrams filed and designated  
23 some witnesses that he wished to call, and I'll come to him in  
24 a minute. I'm not sure -- leaving Mr. Abrams aside, I'm not  
25 sure there are any other parties who have designated witnesses

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1 for the confirmation trial except there was a designation by  
2 one party for two or three witnesses for a cure issue.

3 So I will ask you, Mr. Tsekerides, are you aware of  
4 any witness who has been identified by any objecting party that  
5 you understand might be called?

6 MR. TSEKERIDES: There was -- so I saw the filing, and  
7 we can address that later; obviously, we object to that. But  
8 there was, I think from Mr. Scarpulla, he had identified I  
9 think an individual named Eric Lowrey, who they might want to  
10 call. We didn't have a deep discussion about that yesterday,  
11 and knowing what Mr. Lowrey wrote in his declaration, frankly,  
12 I don't think that's relevant to the proceeding, but that was a  
13 person identified, and Mr. Scarpulla again, and I'll let him  
14 speak for himself, identified that, or at least reserved rights  
15 that they were thinking they might call their own adverse  
16 witnesses for their case, and we tabled that, too, because we  
17 don't agree with that.

18 THE COURT: Okay.

19 MR. TSEKERIDES: And other than that, that's all I  
20 know.

21 THE COURT: At the conclusion of the hearing -- before  
22 we conclude today, I obviously will invite everybody on this  
23 call who wishes to be heard to raise their hand, and then I  
24 will deal with this question of whether we're going to have  
25 witnesses, but I am going to focus on the question of

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1 witnesses. And so other than Mr. Scarpulla, I take it that you  
2 agree with me, you're not aware of any witness other than  
3 whatever mentioned Mr. Abrams mentioned today in his filing?

4 MR. TSEKERIDES: That's right.

5 THE COURT: So am I right, that the witness is on with  
6 at least one other party? I'm forgetting the name, but that's  
7 a cure issue.

8 MR. TSEKERIDES: Right, I think it was Black & Veatch.  
9 Those were all cure related.

10 THE COURT: Yeah, that's it. One second. I have to  
11 make a little adjustment of my screen here. It's been acting  
12 weird. One second.

13 Okay. Well, Mr. Julian, am I correct on -- you are  
14 not -- your side, the TCC, is not calling any witnesses, other  
15 than perhaps cross-examining any of the debtors' witnesses?

16 MR. JULIAN: First, we have submitted testimony via  
17 declaration, which we want admitted. And we agree with Mr.  
18 Tsekerides that people should not be calling witnesses absent  
19 unusual circumstances unless they put in the declarations. If  
20 they put in the declaration, they should not be putting the  
21 witness on live on direct.

22 It is possible that some witness will be let in the  
23 door, for which we might have to designate someone as a  
24 rebuttal witness. I say that because Mr. Scarpulla has  
25 identified some witnesses and has identified some exhibits from

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1 TCC meetings that are privileged, of the like. We will be  
2 objecting to those. Subject to our objections, we reserve all  
3 rights in case you overrule our objections and let this stuff  
4 in which we contend should not come in. We might have a  
5 witness that we designate at the last moment. Don't want to  
6 do --

7 THE COURT: Well, you just mentioned the testimony by  
8 declaration, but is that declaration on the docket yet?

9 MR. JULIAN: Yes. We submitted a declaration, two  
10 declarations in support of our objection. Mr. Brent Williams  
11 was one of them. And we had simply gave -- our lawyers prove  
12 up some documents, which I know now are not necessary to prove  
13 up. But Mr. Tsekerides knows about Mr. Williams being a --

14 MR. TSEKERIDES: I forgot about him, Your Honor.

15 MR. JULIAN: -- a declarant.

16 THE COURT: Well, and who is the other declarant? You  
17 said two?

18 MR. JULIAN: We submitted a -- I think it's Mr.  
19 Richardson's declaration authenticating certain documents --

20 THE COURT: Oh, no, but --

21 MR. JULIAN: -- that are at issue.

22 THE COURT: -- Mr. Richardson isn't going to be a  
23 witness, right?

24 MR. JULIAN: Right, right.

25 THE COURT: But Mr. Williams might be.



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1 MR. JULIAN: Might be. We've talked to the debtor  
2 about -- we think maybe that that will be avoided having him,  
3 but right now, he's a declarant.

4 THE COURT: Yeah, I'm just trying to make sure we're  
5 on the same page as witnesses because here's what I intend --  
6 my bigger question is, is by today, I intend to have a better  
7 sense as to who are the witnesses, and I've gotten four from  
8 the debtor, and I recognize the names, and I think I know who  
9 they are, and now I'm seeing well, maybe Mr. Williams. Now  
10 again, leave aside the late events by Mr. Abrams, and also  
11 whether Mr. Scarpulla will or won't be entitled to call a  
12 witness.

13 My expectation is to look at the list, listen to all  
14 of you, and then to designate when I want the witnesses. I  
15 mean, I am not going to -- my hope is to say okay, we're going  
16 to take witness X, debtor 1, whoever, and a date and time, and  
17 we're talking about the coming days, obviously, but I'm not  
18 going to have it -- I want to have it organized in advance.  
19 And if Mr. Scarpulla believes he has a right to put on a  
20 witnesses, he can tell me, and if there's no objection, we'll  
21 find a time to do it and see who is going to cross-examine his  
22 witness.

23 But I don't want direct testimony by any witnesses.  
24 So if Mr. Scarpulla wants to call a witness, he better have a  
25 declaration from that witness on file by the close of business

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1 today, just like everybody else is supposed to. And if he  
2 wants to call an adverse witness, obviously, that's something  
3 else again, so we'll come back to that.

4 Mr. MacConaghy, are you going to be sharing the  
5 examination?

6 MR. MACCONAGHY: That's very, very unlikely, Your  
7 Honor.

8 THE COURT: (Indiscernible).

9 MR. MACCONAGHY: We'll need to be in reserve, but I  
10 think it's very unlikely unless some very odd conflict  
11 situation arises.

12 THE COURT: Okay. I'll tell you what. Again, to  
13 simplify the presentation, I'm going to ask Ms. Parada to  
14 exclude you from the participant panel here. You'll go back  
15 into the attendee, and you can raise your hand if you want to  
16 come back in. It's nothing personal.

17 MR. MACCONAGHY: Thank you, Your Honor. I waive my  
18 Constitutional objection to this.

19 THE COURT: Mr. Tsekerides, what would you like me to  
20 do about Mr. Abrams' request? He's named a number of  
21 witnesses, and I will let him respond shortly, but I want to  
22 just get for openers, because I didn't know that Mr. Abrams was  
23 going to ask to present witnesses until he filed something.

24 MR. TSEKERIDES: Yeah, we didn't know either. In  
25 looking at the list -- I mean, I only had a moment to look at

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1 it, but it seemed that there were Prime Clerk individuals, and  
2 as Your Honor knows, we have a Prime Clerk witness on what  
3 looked like the very topic that Mr. Abrams had identified. So  
4 we would object to him bringing in other Prime Clerk witnesses.  
5 I think we should have Ms. Pullo; that's the Prime Clerk  
6 witness. She has a -- she'll have a declaration submitted, and  
7 she'll be available for cross, and Mr. Abrams is free to cross-  
8 examine her, and that should be it.

9 MR. KAROTKIN: I don't --

10 THE COURT: And what about his other witnesses?

11 MR. KAROTKIN: I don't think Mr. Tsekerides has seen  
12 the latest filing by Mr. --

13 MR. TSEKERIDES: Oh, is there another filing while  
14 we've been here?

15 THE COURT: Oh, okay. Well, I saw only something that  
16 came in -- so you've seen it, Mr. Karotkin?

17 MR. KAROTKIN: I just see -- I see it just now.  
18 Someone sent it to me just now.

19 THE COURT: Well, just so you know, and for everyone,  
20 not just the four you that -- or three of you rather, that I  
21 see on the screen, Mr. Abrams is not an attorney, and as a pro  
22 se party, we -- because of the COVID situation, we've made open  
23 an email address for people to submit documents that they want  
24 to place on the docket, and that's just a workaround that we've  
25 had to deal with in the situation that we're all struggling

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1 with.

2 And so what Mr. Abrams sent to that email address  
3 today is a list of witnesses and a list of documents, and he  
4 has a right to submit his requests, and obviously, you all have  
5 a right to take a contrary view. And if you haven't even had a  
6 chance to reflect on it, we can defer it until a little bit  
7 later.

8 MR. TSEKERIDES: Well, I'm looking right now. I can  
9 tell you, we would object to all of them.

10 THE COURT: Okay. Well, Mr. Abrams, if you can hear  
11 me, I will bring you into the participant panel here in a short  
12 moment, and we'll come back to those questions.

13 Mr. Karotkin, or Mr. Tsekerides again, whomever is the  
14 better one to answer, my expectation then would be for sort of  
15 an opening-type argument or opening summary statement, if  
16 that's what you want, but to get the witnesses and objections  
17 to exhibits out of the way early, and then to start, when  
18 there's been little time to reflect on it, to parcel out time  
19 for argument on the merits.

20 So the way I would envision this is that the debtor  
21 makes a presentation. I think Mr. Karotkin told me that you're  
22 going to be filing a confirmation brief. Our protocol has on  
23 their dates for -- let's see if I can just refer to that,  
24 the -- that's due on today, too, right, Mr. Karotkin? The --

25 MR. KAROTKIN: Yes, sir. We will be filing a combined

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confirmation brief and objection, and a response to the  
objections, as well as the declarations later today.

THE COURT: Okay. So my personal thinking is this,  
that a number of parties have filed objections. The debtor  
files its confirmation brief. And if there were no witnesses,  
we would then have an oral argument on a matter that is tried  
without the need to have witnesses.

Obviously, the debtor has the burden to prove basic  
matters, and that's what I'm expecting the debtors' four  
witnesses are going to do. I presume Ms. Pullo is largely for  
the vote issue, but the other three witnesses are the  
debtors' -- what I call the debtors' case-in-chief on why the  
plan should be confirmed, even if there were no objections.

And so those will be filed and placed on the docket in  
due course. And when we start the trial, the declaration of  
those witnesses will have also been on the docket. And what  
comes next is, all right, where do we start with cross-  
examination of each of those witnesses, and that's what my  
expectation would be to suggest a sequence and a timing. I  
can't suggest it today, because I don't know about it. And to  
the extent that you, Mr. Tsekerides, have been able to broker  
some proposed time allocations, and proposed agreement among  
the objectors as to who wants to examine, and who will examine,  
I will do my best to accommodate, but I don't have an answer,  
so for everyone that wants to know that today, I can't answer

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1 it today.

2 MR. TSEKERIDES: And we weren't able to -- we agreed  
3 conceptually but not on any number. I think everyone agrees  
4 with the concept as you just laid out, Your Honor, but as far  
5 as okay, two hours for this person, and a half-hour for that  
6 person, we haven't. And in fairness to the other side, they  
7 haven't seen the declarations yet.

8 THE COURT: So again, Mr. Karotkin, I tend to look to  
9 you because I think some of the role that you're playing, and  
10 those that your colleague does -- what are you going to be  
11 filing just the more traditional declarations of the witnesses?  
12 Are there going to be exhibits, or I mean charts or diagrams,  
13 or is it just going to be narrative by the witnesses?

14 MR. KAROTKIN: It's the declarations are pretty much  
15 narratives. We do have a chart that will be annexed to our  
16 memorandum, summarizing each of the objections and our response  
17 to each of the objections, also indicating whether they've been  
18 resolved because a number will be resolved before the hearing,  
19 and you will see that; that will be part of our pleading filed  
20 today.

21 THE COURT: So may I assume, therefore, that by today,  
22 close of business, or some -- whatever the definition of close  
23 of business is, there will be four declarations, a brief, and  
24 if this matter were submitted on your record, you got your case  
25 for confirmation?

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1 MR. KAROTKIN: Yes. We will also be filing an amended  
2 plan which has been amended to address certain of the  
3 objections.

4 THE COURT: Okay. Let me make a statement for the  
5 benefit of all participating. I have a bad reputation of  
6 wanting chambers copies, and the COVID crisis has made me get  
7 off of that habit, so don't send chambers copies of anything.

8 In your case, Mr. Karotkin, after I see what's filed  
9 in the docket, I may ask for someone on your staff or local  
10 counsel to send an overnight of something that doesn't lend  
11 itself to a quick print. I mean, if I get a thirty-page brief,  
12 I can either read it online or print it, but if I get a 500-  
13 page report, it's a burden on me personally, and I'd rather  
14 impose on you and get it delivered by overnight, and I'm not  
15 going to worry about it today.

16 And the same is true for all counsel; do not feel  
17 obliged to send chambers copies of anything. We won't deal  
18 with it that way.

19 So let me -- well, first of all, to do any of  
20 either -- any of the three of you want to raise anything from a  
21 scheduling point of view that I haven't touched on? And then  
22 I'll call on others to come forward if they want to be heard.

23 Mr. Tsekerides?

24 MR. TSEKERIDES: The only other suggestion, Your  
25 Honor, given that there's still some flux and we haven't filed

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1 yet, is to see if you wanted to have another conference maybe  
2 on Monday or Tuesday.

3 THE COURT: Yes, I was thinking of that. And your  
4 colleague tried to talk me out of the conference today but he  
5 lost, so that's why we're having it today, but I think that's  
6 why we're having it today, but I think that it's not just for  
7 me. I think for the benefit of your opponents, when they see  
8 what's being filed, even that puts on a fairly tight schedule.  
9 But my sense is that we should do it on Tuesday. We're all  
10 dealing with this stay-at-home rules, but we will recognize  
11 Memorial Day, and have a conference on Tuesday.

12 But that's another way of saying 100 percent sure that  
13 the trial is going to start on Wednesday, because it may not  
14 need to. I mean, when I talk to you by Tuesday, I assume that  
15 your witnesses are doing the same thing the rest of us are  
16 doing, they're available on relatively short notice. I'm not  
17 going to impose on someone if they have to deal with family  
18 matters or personal matters, but I'm expecting that you, Mr.  
19 Tsekerides, will know generally the timing that works for the  
20 convenience of your witnesses, and so if you said well, Mr. So-  
21 and-So would like to testify on Thursday from 9 o'clock till 2  
22 o'clock, whatever, I'll try to accommodate him.

23 Again, the testimony will be cross-examination,  
24 followed by redirect. Whether I go back to recross, I doubt,  
25 but I'm playing that by ear.



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1 I don't know about the rest of you, I find that  
2 presiding over a trial on a laptop on my home is more  
3 burdensome, or frankly demanding, than it might be having a  
4 regular, traditional courtroom trial, because we're all sitting  
5 here, staring at the screen, and we're all imposing upon  
6 whomever we share our homes with. And I'm not going to impose  
7 on the witnesses either, and if I have to break this trial into  
8 segments, I'm going to do it.

9 I'm still going to reserve ample time for any opponent  
10 to address and to be heard on the argument. And I intend to  
11 make a judgment on that, too, but not until we're at the point  
12 where we have a good fix on the witnesses. I'm committed as  
13 all of you are, to get my share of this job done on schedule,  
14 and I'm going to do it. So I'm not worried. I think we can  
15 live with that schedule.

16 So let me do it this way. I'm going to ask now if any  
17 party who is proposing a witness wants to be heard, and to  
18 raise your hand in the Zoom format at this point.

19 Well, Mr. Julian, you raised your real hand.

20 MR. JULIAN: Just to repeat, Your Honor, we have a  
21 declaration in. I don't expect any direct or cross-  
22 examination, but we have that in.

23 THE COURT: Well, then maybe I didn't understand  
24 exactly. Does anybody wish to cross-examination your direct  
25 declarant? I mean --

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1 MR. JULIAN: Either that or --

2 THE COURT: -- does the debtor?

3 MR. JULIAN: I think --

4 THE COURT: Do you know?

5 MR. JULIAN: -- see what Mr. Tsekerides --

6 THE COURT: Mr. Tsekerides, are you going to be cross-  
7 examining the TCC's witness?

8 MR. TSEKERIDES: We might, depending on where -- I  
9 mean, there are discussions afoot, and so it's possible. I  
10 don't know right now.

11 THE COURT: Okay. We'll --

12 MR. TSEKERIDES: The issue could be gone by then.

13 THE COURT: We'll put that on, and figure it out  
14 later. I see Mr. Scarpulla has raised his hand. Mr.  
15 Scarpulla -- Ms. Parada, would you bring Mr. Scarpulla and also  
16 Mr. Abrams into the panel?

17 THE CLERK: Yes, Your Honor. They're joining now.

18 THE COURT: Mr. Abrams, you've got a lot of bright  
19 light behind you. I can barely see you. So if you are at all  
20 able to move even slightly, it will make it a little easier to  
21 see you. Mr. Abrams, can you hear me? Raise your hand if you  
22 can hear me, your actual hand like this. Okay, that's better.

23 All right. We're waiting for Mr. Scarpulla now.

24 Mr. Abrams, can you hear me?

25 MR. ABRAMS: Yes, I can, Your Honor.

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1 THE COURT: Okay. All right. We're going to wait for  
2 Mr. Scarpulla.

3 Mr. Scarpulla, can you hear me yet?

4 MR. SCARPULLA: Yes, Your Honor, I can hear you.

5 THE COURT: Okay. Mr. Scarpulla, you need to adjust  
6 the laptop screen. There you go.

7 MR. SCARPULLA: Okay.

8 THE COURT: Okay. Now, do you or do you not expect to  
9 call a witness?

10 MR. SCARPULLA: Yes, Your Honor, but we  
11 (indiscernible) in our declarations in for the witnesses we  
12 planned on calling.

13 THE COURT: And who is your witness?

14 MR. SCARPULLA: It's the expert that we have.

15 THE COURT: How many of them are there?

16 MR. SCARPULLA: One. Mr. Lowrey.

17 THE COURT: And that declaration will be filed today?

18 MR. SCARPULLA: I believe it was already filed, but --

19 MR. TSEKERIDES: That's the one that I mentioned  
20 earlier, Your Honor.

21 THE COURT: I'm sorry. Okay. And you wish to examine  
22 Mr. Lowrey, Mr. Tsekerides?

23 MR. SCARPULLA: No.

24 MR. TSEKERIDES: No, I --

25 MR. SCARPULLA: Oh, I'm sorry.

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1 MR. TSEKERIDES: -- first wish to -- I'm sorry. I  
2 first wish to say he should be excluded because what he is  
3 talking about has nothing to do with the confirmation hearing.  
4 He seems to be attacking whether 13.5 billion was the right  
5 number, and so we'd say it's not relevant. If the Court will  
6 allow him, then we will cross-examine him.

7 THE COURT: And Mr. Scarpulla, what is the offer of  
8 proof that Mr. Lowrey would give us?

9 MR. SCARPULLA: That's exactly right, what Ted just  
10 said. It's the --

11 THE COURT: He's not -- first of all, he's not Ted,  
12 he's Mr. Tsekerides.

13 MR. SCARPULLA: I'm sorry.

14 THE COURT: Okay, so some things --

15 MR. SCARPULLA: I've known these people for fifty  
16 years.

17 THE COURT: Yeah, well, I've known a lot of people --  
18 I've known a lot of people for --

19 MR. SCARPULLA: Yeah, okay.

20 THE COURT: -- you're about the only person on this  
21 call that might be my age, and I would still use formal names.

22 MR. SCARPULLA: I think I'm older --

23 MR. KAROTKIN: Wait a minute.

24 MR. SCARPULLA: -- than you, Your Honor.

25 MR. KAROTKIN: Wait a minute.

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1 THE COURT: Mr. Karotkin?

2 MR. KAROTKIN: I might be able to weigh in on the age  
3 thing.

4 THE COURT: What? Go ahead.

5 MR. SCARPULLA: Well, the only unresolved issue that I  
6 (indiscernible) was when a witness is called -- for example,  
7 let's just take Prime Clerk -- and there's direct, either by  
8 testimony or by a declaration, and you have the right to cross-  
9 examination, my question yesterday to counsel was is the  
10 witness being called for all purposes, or if the cross-  
11 examination exceeds the scope of a direct, do we then have to  
12 recall that witness, is my question.

13 THE COURT: Mr. Scarpulla, this is a bankruptcy court  
14 running on a laptop, and we are not going to have recalls back  
15 and forth, and your witness will testify in writing by direct,  
16 and therefore will begin on cross by whomever wants to cross.  
17 And if no one wants to cross him, there will be no redirect.  
18 If the witness is cross-examined, you can ask if you can do  
19 redirect. We're going to do one witness is in and out, all  
20 together, so we're not going to worry about the scope of the  
21 direct. But again you have -- will have, by the end of the  
22 day, the four declarations from the debtor. So that's the  
23 direct testimony, and if you believe --

24 MR. SCARPULLA: Correct, Your Honor.

25 THE COURT: -- if you choose to cross-examine one of

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1 those four, and Mr. Tsekerides believes that it's off base  
2 because it exceeds the direct, you can argue it, and I'll make  
3 a ruling on it. And there's no jury, I'm it, and if it's  
4 relevant, I probably won't be worried about whether it exceeds  
5 the scope of direct, but if it's not relevant, doesn't matter,  
6 I'll exclude it.

7 MR. SCARPULLA: Of course, of course.

8 THE COURT: Okay.

9 MR. SCARPULLA: I just didn't --I just didn't know  
10 whether Your Honor wanted us to call back witnesses --

11 THE COURT: No, but again --

12 MR. SCARPULLA: -- at trial.

13 THE COURT: -- it doesn't work. I tried to say before  
14 that once I know who the witnesses are, I'm going to make a  
15 judgment call and say Mr. Lowrey will be examined on such-and-  
16 such a day at such-and-such a time period.

17 MR. SCARPULLA: Okay, fine.

18 THE COURT: Make him available.

19 MR. SCARPULLA: That's perfect.

20 THE COURT: If Mr. Lowrey has a medical appointment,  
21 or a family matter, I'll accommodate him like we'd try and  
22 accommodate anyone, okay.

23 MR. SCARPULLA: Thank you, Your Honor.

24 THE COURT: So Mr. Abrams, you've got a number of  
25 witnesses on the list that you've put on the --

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1 MR. TSEKERIDES: Your Honor? Your Honor?

2 THE COURT: Oh, I'm sorry. Go ahead. I think I --

3 MR. TSEKERIDES: I think you --

4 THE COURT: Yes, go ahead.

5 MR. TSEKERIDES: I think you asked Mr. Scarpulla a  
6 question as to what his offer of proof would be with respect to  
7 his witness, and I'm not sure he answered that question.

8 THE COURT: Yeah, that's good. Fair question.

9 Mr. Scarpulla, what's your witness going to talk  
10 about?

11 MR. SCARPULLA: Mr. Lowrey?

12 THE COURT: Yes.

13 MR. SCARPULLA: Exactly what's in his --

14 THE COURT: Well, but --

15 MR. SCARPULLA: It's --

16 THE COURT: -- I haven't read it.

17 MR. SCARPULLA: I mean his --

18 THE COURT: I haven't read it. Just give me a summary  
19 of it.

20 MR. SCARPULLA: Well, that the amount is not 13.5  
21 billion, that it's much less.

22 THE COURT: Well, I mean, that's just an  
23 interpretation. What will his testimony offer?

24 MR. SCARPULLA: That's it.

25 THE COURT: Well, then I don't need him --

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1 MR. SCARPULLA: Okay.

2 THE COURT: -- unless they want to cross-examine him.  
3 I mean, look, we have on the list -- we have a -- just one  
4 second, I'm just looking at our protocol.

5 Well, Mr. Karotkin, if you believe that I should not  
6 consider Mr. Lowrey's testimony, then we'll take that up on --  
7 I'm looking on the protocol to see where we put it. You  
8 identify issues that are related, right? You're going to --  
9 you tell me, don't you think you have to do something about it,  
10 Mr. Karotkin?

11 MR. KAROTKIN: I think my colleague is going to have  
12 to answer that question.

13 MR. TSEKERIDES: Well, I mean, we could make a motion  
14 in limine, Your Honor, but I mean, we don't think that his  
15 testimony is relevant, and under the timing, and you just heard  
16 Mr. Scarpulla say what the subject matter is, that would be an  
17 open issue that's still a dispute, so I will make an oral  
18 motion in limine right now that I think Mr. Lowrey should be  
19 excluded --

20 THE COURT: Okay.

21 MR. TSEKERIDES: -- because his testimony isn't  
22 relevant to the confirmation hearing.

23 THE COURT: Mr. Scarpulla, you don't need to respond  
24 to that. I'm not going to make a ruling on it. As I told you,  
25 and I told everybody, I'm going to look at the declarations



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1 after tonight. I've got some time on my hands this weekend.  
2 And I will do my best to put something out on the docket for  
3 everyone to see on what my tentative thinking is, and I will be  
4 open-minded if there's contrary view, but if Mr. -- is Mr.  
5 Lowrey the person that you offered to Judge Donato on what he  
6 believes the number is really the real number?

7 MR. SCARPULLA: I believe that's correct, Your Honor.

8 THE COURT: Okay. Well, you don't need Lowrey to say  
9 it. You can make the argument. I mean, if I thought that  
10 someone was going to hand the trustee a check for 13.5 billion,  
11 that would be easy. I understand that the proposal under the  
12 plan, there's 6.75 in money in two different increment or  
13 three, and there's a chunk of stock that there may be a  
14 difference of opinion of its value, but there's a formula that  
15 I believe the proponents used to argue why that amounts to  
16 13.5.

17 I will recognize that since it's not a cashier's check  
18 for 6.75 billion, two of them, it's argument on why it really  
19 isn't 13.5. I don't need Lowrey to tell me that; it's an  
20 argument. So that's --

21 MR. SCARPULLA: Yes, but Your Honor --

22 THE COURT: -- that's my thinking about it. I'm not  
23 going to rule today.

24 MR. SCARPULLA: Okay.

25 THE COURT: I will read Mr. Lowrey's statement, and

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1 Mr. Tsekerides has made it clear that he believes that it's  
2 irrelevant. And I'm just telling you, it seems irrelevant to  
3 me, but that doesn't mean you can't make the argument.

4 MR. SCARPULLA: I understand that, Your Honor, but he  
5 would be the evidentiary reason for making the argument.

6 THE COURT: But if you can make the legal argument  
7 that it really isn't what the amount it is, then they will fail  
8 on their point. I don't need somebody to tell me that 13.5  
9 really is 10, when it isn't real money, real funds, real day.  
10 It is a formula plus a deferral in timing of the cash. So I  
11 know that. I know that, and the debtor has to prove that it's  
12 reached the benchmark, or that the disclosure statement and the  
13 RSA's second --

14 MR. SCARPULLA: Okay.

15 THE COURT: Let's not waste time.

16 Mr. Abrams --

17 MR. SCARPULLA: Right.

18 THE COURT: -- I want to go to you. What is your  
19 expectation with the --

20 MR. SCARPULLA: I can leave the -- I can leave the --  
21 because if you have no more questions, I --

22 THE COURT: Yes, we'll ask Mr. Scarpulla to leave the  
23 room. Thank you for coming today.

24 MR. SCARPULLA: Thank you very much, Your Honor.

25 THE COURT: All right.

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1           Mr. Abrams, what do you think you would accomplish  
2 here by these witnesses that you wish to call?

3           MR. ABRAMS: Your --

4           THE COURT: And how are you going to present them? In  
5 other words, you understand that the debtor has to tell me  
6 which witnesses it's going to call to prove its case, and if we  
7 were in a courtroom, and they had their four witnesses, those  
8 witnesses would come in one by one and testify and be cross-  
9 examined, but we're doing it where instead of having them come  
10 in, they're filing declarations.

11           Now, you're an adverse party. Let's assume that you  
12 have the right to cross-examine their witnesses. How are you  
13 going to present your witnesses? Do you have declarations from  
14 them?

15           MR. ABRAMS: So Your Honor --

16           THE COURT: Wait. Do you have declarations from them?

17           MR. ABRAMS: Sorry, can you hear me, Your Honor?

18           THE COURT: Yes, but my question to you is do you have  
19 declarations from those witnesses?

20           MR. ABRAMS: So in the phone call that occurred  
21 yesterday with Mr. Tsekerides, he indicated that they were only  
22 going to be calling Mr. Wells, and so because of that, I was  
23 concerned that we were not going to have a fulsome witness list  
24 where we could dive into the issues of 1129, specifically  
25 1129 --

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1 THE COURT: No, I know the sections.

2 MR. ABRAMS: -- (a) --

3 THE COURT: You're not answering my questions.

4 MR. ABRAMS: -- (11).

5 THE COURT: No, you're not answering my question. Mr.  
6 Abrams?

7 MR. ABRAMS: And because of that --

8 THE COURT: Mr. Abrams, you're not answering my  
9 question.

10 MR. ABRAMS: Sure. I apologize, Your Honor.

11 THE COURT: How are you going to present the --

12 MR. ABRAMS: I --

13 THE COURT: How are you going to present these  
14 witnesses?

15 MR. ABRAMS: So I don't know the formal process in  
16 bankruptcy, Your Honor. I fully admit that. But my witness  
17 list is to have -- to be able to have the opportunity to cross-  
18 examine those witnesses. There are declarations that these  
19 witnesses have already filed in the CPUC, and testimony that  
20 they filed there, that are directly to the points that are  
21 before this Court.

22 THE COURT: Mr. Abrams, I don't think you're best  
23 getting my message here. How are you going to get them to the  
24 courtroom to testify when you present your case?

25 MR. ABRAMS: So I noticed all of those witnesses

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1 today, Your Honor. So I sent a notice to PG&E counsel, and to  
2 Prime Clerk to notice them for the hearing, and in my -- and  
3 that is what I understood the process to be. If there's a  
4 process correction, by all means, Your Honor, I'll follow  
5 whatever procedure is laid out.

6 THE COURT: Mr. Tsekerides, respond.

7 MR. TSEKERIDES: Well, we would move -- if this were a  
8 real trial, and these are people from the company, and they  
9 served trial subpoenas, we'd move to quash them. Again, you  
10 just heard Mr. Abrams say what the reasons are. Mr. Wells is  
11 going to talk about 1129. The fact that Mr. Johnson or Ms. --  
12 Cromwell (phonetic), or Mr. Vesey, or others gave testimony in  
13 some other proceeding is not a reason to bring them all here to  
14 testify in the confirmation proceeding on, presumably, his  
15 objection.

16 We're going to have a witness who is going to touch  
17 all 1129 items. We would move to quash every single one of  
18 those subpoenas, or notices, or whatever other procedural  
19 mechanism might be used. We just don't think having this turn  
20 into a circus to address issues that are not germane to the  
21 confirmation hearing is the way to go.

22 THE COURT: Okay. So Mr. Abrams --

23 MR. ABRAMS: Your Honor, I --

24 THE COURT: -- Mr. Abrams, listen --

25 MR. ABRAMS: Okay.

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1 THE COURT: -- carefully.

2 MR. ABRAMS: Yes.

3 THE COURT: Let's just use Mr. Johnson. You have  
4 identified Mr. Johnson as a witness. The debtors' lawyers are  
5 not planning to have Mr. Johnson come as a witness. So they  
6 believe -- their lawyers believe that they can prove their  
7 case, they can make the case for confirmation, without Mr.  
8 Johnson testifying.

9 If they present their case with their four  
10 witnesses -- and leave aside Ms. Pullo, because she's a vote-  
11 count question, she's not a substantive reorganization  
12 question. If the debtors' counsel cannot persuade me that they  
13 haven't made their case -- excuse me, cannot persuade me that  
14 they've made their case, their plan won't be confirmed. And if  
15 they think they can persuade me, but they can't persuade you or  
16 Mr. Scarpulla, or Mr. Julian, or anyone else who has filed an  
17 objection persuades me that the debtors' plan should not be  
18 confirmed, the plan won't be confirmed.

19 But if you believe Mr. Johnson is relevant to do what,  
20 to prove that the plan shouldn't be confirmed, then you needed  
21 to get a declaration ahead of time because it's been well-  
22 established that in order for anyone opposing this --  
23 supporting or opposing, make their case, they start with  
24 written declarations. And if there are no declarations  
25 available, there's nothing to call the witness for.

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1           If Mr. Johnson testified before the CPUC, or -- just  
2 stick with that because I don't know, I've never heard from Mr.  
3 Johnson. I know who he is, but that's all, if he filed a  
4 declaration in front of the CPUC that you believe is relevant,  
5 then you should identify and add that declaration to your  
6 exhibit list. And if the debtors don't object to the Johnson  
7 declaration being in evidence, then it'll be in evidence, and  
8 you can argue why whatever Mr. Johnson said supports your  
9 position that the plan shouldn't be confirmed.

10           But if you don't have declarations now, by close of  
11 business today, I'm not going to let you call any of these  
12 witnesses; it's that simple. It's that simple. If you wish to  
13 cross-examine the four witnesses that the debtors have  
14 identified, you'll be entitled to do it, and I will give you an  
15 allocation of time if you and Mr. Tsekerides haven't agreed.

16           And again, you've said to me many times that you're  
17 not a lawyer, and I know that, but -- you still have a right to  
18 participate, but you've got to stick with the rules, and so you  
19 have to confer with other counsel who are going to be examining  
20 witnesses so we don't burden the witness by asking the same  
21 thing over and over again.

22           So unless you can tell me right now that you have  
23 declarations from your witnesses, I will tell you right now  
24 none of your witnesses are going to be allowed to testify, and  
25 they won't be called.

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1           MR. ABRAMS: May I use the declarations that they  
2 provided at the CPUC?

3           THE COURT: Isn't that what I just said? I just said  
4 if Mr. Johnson -- and again, I'm just using Johnson -- if any  
5 of your witnesses have testified somewhere else before, then  
6 subject to some other objections, you can offer that testimony  
7 to prove your case, and if you -- so I'll stick with Johnson as  
8 an example.

9           If Mr. Johnson made a statement, and it's in writing  
10 somewhere in front of the CPUC or in front of the district  
11 court or anywhere, that you think is relevant, that makes your  
12 case, then you are entitled to add it to your list of exhibits.  
13 And if Mr. Tsekerides -- and again, I focus on Mr. Tsekerides,  
14 but it could be Mr. Julian, or anyone else -- if no one objects  
15 to that written testimony being considered, I will consider it.

16           And when you have an opportunity to argue after the  
17 exhibit -- excuse me, after the witnesses have testified, you  
18 will have an opportunity to argue why the plan shouldn't be  
19 confirmed. And if it shouldn't be confirmed because something  
20 Mr. Johnson said, then you need to make that point and persuade  
21 me.

22           But we're not filing declarations just for fun, and if  
23 you don't have a declaration that you are going to rely on,  
24 then don't waste your time, or my time, or anyone else's by  
25 even doing it.



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1           So unless you tell me now that you have a written  
2 statement, admissible evidence from any of the live witnesses  
3 you've identified, I'm telling you right now, they are not  
4 going to be called, and I will -- to the extent that you  
5 believe they have been subpoenaed, I will quash the subpoena.

6           So anything else? Do you want to add anything? I  
7 mean, I want to let you talk again. I'm not trying to cut you  
8 off.

9           MR. ABRAMS: Yeah. And Your Honor, I am just trying  
10 to follow your orders, trying to follow procedures the best I  
11 can. I believe I understand part or most of what you're  
12 saying, but you know, sort of what I don't understand is if I  
13 submit the declarations that these individuals have already  
14 provided, and I put them on the record in this proceeding, and  
15 they -- and I want to call them to substantiate my arguments,  
16 may I call them as witnesses based on their declarations, and  
17 I've already provided in my exhibit list, their testimony?

18           THE COURT: You're confusing some concepts, okay?  
19 I'll try it again. You're confusing concepts. I'll repeat  
20 this, and we'll just stick with Mr. Johnson as a good example.

21           If Mr. Johnson has filed -- has testified before the  
22 CPUC, and the transcript of his testimony is in existence -- in  
23 existence, you may identify that transcript as an exhibit that  
24 you wish to have me consider. You don't put it on the Court's  
25 docket -- our bankruptcy court docket. You make sure it's in

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1 PDF, and you email it to the address, that I will give everyone  
2 later, to where you should email your exhibits.

3 Now, I know we've accommodated you because you are pro  
4 se and can't come to court. You've been allowed to email  
5 things, like pleadings, to the courtroom deputy or the  
6 emergency box. But for this one, you will have to send -- if  
7 that's what you want -- that transcript to the address that I'm  
8 going to give everyone. And it will then be what -- in lawyer  
9 terms, it's an identified exhibit. It's not an admitted  
10 exhibit, but it's identified. Abrams-1.

11 Stick with my example. Abrams-1 is the Johnson  
12 declaration, and you have produced it in PDF format, and you've  
13 sent it to the box that I will tell you, and you've also  
14 emailed it Mr. Tsekerides and Mr. Julian and other parties.  
15 Then if there's no objection to the Johnson declaration, it  
16 will be considered.

17 You won't add to it. Mr. Johnson won't be asked to  
18 come and testify. His written testimony will be the testimony.  
19 And if Mr. Tsekerides or anyone else believes that is -- it is  
20 legally irrelevant, they will make the argument; I'll make the  
21 ruling. And so on.

22 So you're -- so you have to keep separate what you're  
23 doing. The way I am proceeding is not unique to me, and many,  
24 many courts do this. They don't take time for direct  
25 testimony. They take it in written form. And in Mr.

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1 Tsekerides' case -- and you heard Mr. Karotkin say -- they are  
2 filing declarations later today. So the declaration -- four  
3 declarations of four witnesses are the written speaking words,  
4 are the words of those four people that they would have spoken  
5 to me in the courtroom if they had been called as a witness.

6 And each of their four witnesses, instead of actually  
7 testifying, will have sponsored or proffered a declaration.  
8 And you and others can, live on the screen, question those four  
9 witnesses. That's the process. But you don't -- but if you  
10 submit a declaration and that's your witness, that's it.  
11 That's the testimony. And if no one -- so that's the way I'm  
12 going to leave it.

13 So you have no -- really, I'm satisfied from this  
14 discussion that you have no evidence to present that isn't --  
15 let me rephrase that. You have no evidence to present by the  
16 deadline today except evidence that is already written  
17 somewhere else, and therefore you don't have another witness  
18 other than what I'm talking about.

19 So I'm -- that's what you should anticipate. Get in  
20 the format that I've said: PDF, separate by declara -- so  
21 Abrams-1, it would be the Johnson testimony, and so on. Okay?

22 MR. ABRAMS: Understood. Thank you.

23 THE COURT: Is there anyone else in the courtroom that  
24 wants to raise a hand to be heard on the matters that I've been  
25 discussing with everyone the last little while?

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1 I don't see any.

2 I think --

3 THE CLERK: Yes, Your Honor. Excuse me. Mr. Tom  
4 Tosdal, Mr. Marshack, and Mr. Friedman have -- would like to  
5 join.

6 THE COURT: Oh, I don't know why I didn't see their  
7 hand.

8 Would you go ahead, and let's -- Mr. Abrams can be  
9 excused from the participants panel and the panelists. And  
10 bring those other folks in, please.

11 THE CLERK: Yes, Your Honor.

12 (Pause.)

13 THE COURT: I see Mr. Friedman and Mr. Marshack. Good  
14 morning.

15 MR. MARSHACK: Good morning -- or good afternoon.

16 MR. FRIEDMAN: Good afternoon.

17 THE COURT: Oh. Okay. And Mr. Tosdal.

18 All right. Let's start with you, Mr. Friedman.

19 I'm -- what can I do for you today? And just --

20 MR. FRIEDMAN: Yes, Your Honor.

21 THE COURT: -- state your name.

22 MR. FRIEDMAN: Thank you very much. And I don't want  
23 to belabor anything. I paid very close attention at the  
24 initial plan confirmation status conference, and today as well.  
25 And I just want to seek clarification. I represent ARB, Inc.,

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1 and it was a party -- it is a party that objected to the  
2 schedule of executory contracts and cure amounts.

3 And my understanding from your prior comments on  
4 Tuesday is that the issues regarding assumption of executory  
5 contracts and cure amounts are not going to be dealt with  
6 during the plan confirmation hearing. But I'm seeking  
7 clarification, because I see that, already, one party -- I  
8 might butcher the name; I apologize -- Osmose Utility Services,  
9 filed a notice of speaking attorney with respect to their  
10 objection to the scheduled executory contracts and cure  
11 amounts.

12 So I was just seeking clarification --

13 THE COURT: Okay. The procedures -- I mean, in a  
14 perfect world, we would have had a separate schedule for  
15 executory contracts. But parties can move to assume or reject  
16 executory contracts at any time. The debtors had the right to  
17 put all their executory contracts that they're curing in as  
18 part of the confirmation issue. And people such as you and  
19 your client have a right to object to the cure amount. But  
20 it's -- in a case like this, with a very solvent company,  
21 there's no issue that needs to be tried right now. It can be  
22 reserved.

23 So if your client is -- claims to be owed 500 dollars,  
24 and the debtors say they really owe me -- owe you 300 dollars,  
25 there's a 300-dollar -- excuse me, a 200-dollar dispute that

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1 could be dealt with later. I realize we're dealing with more  
2 than 200 dollars. It could be 200 million dollars, but it  
3 doesn't have to be dealt with for confirmation purposes.

4 So what I made -- tried to make clear before was that  
5 we're just not trying, as part of this compressed confirmation  
6 schedule with these witnesses, anything relating to executory  
7 contracts. So your position's protected.

8 It is true that one or two parties did post and  
9 identify exhibits or witnesses, but as long as they were  
10 limited to that one category, they're not something we're  
11 worrying about right now.

12 MR. FRIEDMAN: One more point of clarification, Your  
13 Honor. With respect to the -- you said earlier today that,  
14 even if parties are not submitting testimony -- witness  
15 testimony, you're still willing to hear argument on certain  
16 issues. So if assumption of executory contracts or cure in  
17 some way impacts the legal issues for confirmation, will you be  
18 hearing oral argument on that?

19 THE COURT: Well, to the extent that an objector has  
20 said, I object to confirmation, they're eligible to argue. If  
21 somebody just decides they want to argue, I'm not going to hear  
22 them. If you have filed an objection to confirmation, and I  
23 believe that you're raising something that goes beyond a cure  
24 amount on an executory contract, I want to give you an  
25 opportunity to argue. But I'm not scheduling that argument

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1 quite yet, because I want to sort of be efficient about it.

2 But at the end of the day, if you believe there's  
3 something that you wish to be said that hasn't been said, I'm  
4 going to try to accommodate everyone. I don't know that I  
5 could accommodate 200 lawyers arguing. I probably could  
6 accommodate two or three or four or five. But just like we  
7 would do on any other matter, I might -- and I do all the time  
8 in this case. I just give you some -- you can argue for X  
9 minutes or whatever. But I haven't got that straightened out  
10 yet.

11 MR. KAROTKIN: Your Honor --

12 MR. FRIEDMAN: Thank you for those clar -- thank you  
13 for those clarifications, Your Honor.

14 THE COURT: Mr. Karotkin.

15 MR. KAROTKIN: Your Honor, can I just say something?  
16 Your Honor, there were a number of objections filed by  
17 parties -- counterparties to executory contracts which go  
18 beyond the cure amount and relate to issues such as how  
19 indemnification in contributions claims would be treated and  
20 whether that -- the manner in which we want to treat them in  
21 connection with executory contract assumptions has been put in  
22 issue, as I said, by several parties. And I don't know if  
23 Roger -- Mr. Friedman's client is one of those parties.

24 But it is our current expectation that those types of  
25 issues would be addressed at the confirmation hearing, as

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1 opposed to purely a dispute as to the cure amount, which most  
2 of them are.

3 THE COURT: Okay. Well, I'd say, because we're --  
4 it's so fluid, I can give Mr. Friedman assurance that I will do  
5 my best to accommodate him for making an argument, and it won't  
6 be long -- I can't say how long it is. I don't -- this is all  
7 a function of how long is it going to take for the witnesses.  
8 And remember, folks, after we finish with all these briefs, I  
9 have to pool them altogether and come up with some kind of a  
10 division. And I'm working on it. And I'll leave it at that.

11 So Mr. Friedman, I'm going to excuse you from the  
12 participants panel --

13 MR. FRIEDMAN: Thank you so much.

14 THE COURT: -- or the panel and go to Mr. Marshack.

15 MR. FRIEDMAN: Thank you.

16 THE COURT: Mr. Marshack.

17 MR. MARSHACK: Good afternoon, Your Honor.  
18 Preliminarily, I want to compliment the Court and all the  
19 parties. You guys are doing a terrific job with this whole  
20 Zoom, and it's very efficient. It's -- I hope it's fine on  
21 your side, but it really is working out quite well. I'm  
22 impressed with how quickly everyone has pivoted, including the  
23 Court. And everything's going smoothly.

24 Last Friday, I believe there were 154 pleadings filed.  
25 That was the deadline for objections, and I was going to talk



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1 about cure for a second. But you just addressed that. The  
2 pleadings break down, generally, into cure legal issues, pure  
3 legal issues, and factual issues for confirmation. I've heard  
4 the Court just say -- and they said earlier this week -- that  
5 cure issues will be handled, not at the main confirmation  
6 hearing but on another date.

7 How is the Court going to handle the trial with regard  
8 to legal issues -- pure legal issues? For example, the TCC, in  
9 their brief, has pointed out that the debtors say they get to  
10 interpret the plan. They point out in their brief that,  
11 according to the debtors' plan, they will be the final arbiter  
12 of what the plan says. The TCC says, that's not appropriate.  
13 That seems -- strikes me as a legal question.

14 So is the Court going to break down the hearing first  
15 and handle those legal issues, and then we'll go to factual  
16 issues, like was the plan proposed in good faith? Was the --  
17 is the plan in the best interest of creditors? Or are we going  
18 to start the factual issues first? Or are we going to do it  
19 altogether?

20 THE COURT: Well, I don't have a simple answer for  
21 that, but I'll give you my quick answer. First of all, Mr.  
22 Marshack, I'm sure you'll recall -- and you were probably on  
23 the call last week -- when I listened to the arguments that  
24 were raised by Ms. Winthrop and Comcast and AT&T and a number  
25 of other entities. And those are confirmation issues also.

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1 But by stipulation, they were singled out or carved out for  
2 separate briefing. It's my expectation and hope that I will  
3 issue a written ruling on many of those issues fairly soon.

4 Secondly, after I have an opportunity to review the  
5 debtors' briefs that come in -- briefs -- brief and testimony  
6 today, and I do whatever scheduling I'm going to do for  
7 purposes of the actual witnesses, I'm then going to figure out  
8 a way to divide up the argument on the confirmation issues.

9 So I don't have an answer. But sequentially, I'm  
10 going to listen to the exhibit -- excuse me, listen to the  
11 testimony and then turn to the question of oral argument.

12 So suppose we were to finish the testimony now, and I  
13 said to you, all right, I'm ready to listen to your argument on  
14 whether the plan should be confirmed. Mr. Tsekerides, you've  
15 got two hours; Mr. Marshack, you've got twenty minutes; Mr.  
16 Julian, you've got twenty minutes, et cetera. And we're going  
17 to do it. And I'm going to stick with my intention to have  
18 experienced counsel meet and confer and be efficient so that  
19 you, Mr. Marshack, aren't going to say -- argue the same thing  
20 that Mr. Singleton might argue or somebody else might argue.

21 It's not a perfect world, and -- but it's the same  
22 thing we would do in a real courtroom, right? And I'd say the  
23 facts are in; I've heard the facts; I'm ready to listen to oral  
24 argument now and divide it up and take it under advisement.  
25 And that's what I'm going to stick with.

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1           MR. MARSHACK: The only question is, when do you -- I  
2 think this is fluid, but when would you handle new legal issues  
3 that have come up that are -- that were, say, produced last  
4 Friday in the TCC -- hypothetically, the TCC's brief? The new  
5 ones as opposed to the old ones, would they be -- I guess  
6 you're going to figure that out as we go along?

7           THE COURT: I can't answer your question. I --

8           MR. MARSHACK: That's fine.

9           THE COURT: I made a commitment over a year ago to try  
10 to help everybody get to the point. Hey, listen, if there's  
11 a -- if there's a silver bullet that kills the thing and I  
12 believe the plan can't be confirmed, I'll say so. But -- and  
13 I'm -- to be honest with you, I might issue a ruling in  
14 connection with the matters heard last week that affects how  
15 the ultimate plan might have to be dealt with. I just -- I've  
16 got a full plate these days to read all these things, and I do  
17 my best to answer your questions. And I can't answer all of  
18 them at this point.

19           I will schedule yet another session like this, perhaps  
20 on Tuesday. So -- but as I said, my first, most important  
21 priority right now is to figure out when to accommodate those  
22 witnesses. And you heard my ruling from Mr. Abrams. And so  
23 I've got four witnesses and maybe a fifth one -- but probably  
24 not -- and that's my first order of business, is to get those  
25 witnesses on the stand, get their opponents cross-examined, and

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1 then leave it at that. And by then, I hope to have a better  
2 sense as to how I can work efficiently on argument.

3 I probably will start by asking Mr. Karotkin how much  
4 time is he going to need to make his argument on why the plan  
5 should be confirmed after the evidence is in, and then go from  
6 there, just like we do --

7 MR. MARSHACK: Thank you --

8 THE COURT: -- in a --

9 MR. MARSHACK: Thank you, Your Honor. You've answered  
10 my question.

11 THE COURT: Mr. Tosdal, will you unmute yourself? And  
12 then let me hear from you. But you're still muted.

13 You've got to unmute.

14 MR. TOSDAL: Sorry.

15 THE COURT: There you go. Okay, Mr. Tosdal.

16 MR. TOSDAL: Thomas Tosdal for Patricia Garrison.

17 Just two questions, Your Honor. What is Your Honor's  
18 deadline for submission of exhibit lists and emailing the  
19 nondocket exhibits into wherever they're supposed to be going?

20 THE COURT: You've got eleven hours. Eleven hours.  
21 No, you don't have to send the exhibits in. You have to  
22 identify them. The scheduling order, which is -- which was --  
23 you should have -- it's called --

24 MR. TSEKERIDES: Your Honor, the exhibits were due May  
25 18th.

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1 THE COURT: No, it's identifying the exhibits.

2 MR. TSEKERIDES: I'm just making sure that Mr. Tosdal  
3 isn't planning on adding new things.

4 MR. TOSDAL: Well, I --

5 THE COURT: I don't think any -- I don't think  
6 anybody's adding a new thing.

7 MR. TOSDAL: No.

8 MR. TSEKERIDES: Okay.

9 THE COURT: So one second. Let me make sure you're  
10 not confused.

11 MR. TOSDAL: Could well be.

12 THE COURT: If you look at -- if you look at that  
13 protocol, May 22nd -- there are a number of things -- May  
14 22nd -- one of them is identify exhibits they intend to use.  
15 And what I said earlier, if you're going to use an exhibit  
16 that's already in the record, you don't do anything but  
17 identify it. My exhibit is docket number such and such. But  
18 if your exhibit is something else, then you have to send it to  
19 the email address I'm going to give you. But you don't have to  
20 do that by the end of today, because I haven't given you the  
21 address yet. But you have to identify it.

22 MR. TOSDAL: That's my question.

23 THE COURT: Well, that's --

24 MR. TOSDAL: So it's --

25 THE COURT: -- my answer. That's my answer.

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1 MR. TOSDAL: Okay. But -- so what I want to know from  
2 Your Honor, so I don't fall afoul of your scheduling order, is,  
3 with regard to the exhibits not on the docket, by when do I --

4 THE COURT: Mr. Tosdal, I just said it; I'll say it  
5 again. Let's use my discussion I had with Mr. Abrams as an  
6 example. Mr. Abrams wants to have me consider some testimony  
7 that went before the CPUC. So he needs to identify that  
8 testimony by close of business today. And so do you. If you  
9 have a document or a testimony or anything, you just identify  
10 it by today. So -- it's really for the benefit of your  
11 opposing counsel.

12 Later, but not by the end of business today -- but  
13 hopefully, by today -- I will, through my staff, post or  
14 publish an email address that you have to send your exhibits  
15 to. But you have to identify them before you send them.

16 MR. TOSDAL: Well, I did that already, Your Honor.  
17 My -- we're not communicating. My --

18 THE COURT: Okay.

19 MR. TOSDAL: By when do I need to resend that to the  
20 email address? Do you have a deadline for that?

21 THE COURT: No, I don't.

22 MR. TOSDAL: Oh. That's that.

23 THE COURT: But presume it's going to be -- it's going  
24 to be quick.

25 MR. TOSDAL: Okay. All right.

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1 THE COURT: I mean, if --

2 MR. TOSDAL: Fair enough.

3 THE COURT: -- if you have -- if you have it, it  
4 shouldn't take long to email it.

5 MR. TOSDAL: No, I agree. I just don't want to blow  
6 the timeline.

7 THE COURT: I don't want you --

8 MR. TOSDAL: Second --

9 THE COURT: -- to, either. Okay.

10 MR. TOSDAL: Second question is, I assume from your  
11 discussion just previously, there will be no opening statements  
12 as had been mentioned in the previous conference with Your  
13 Honor?

14 THE COURT: Well, I don't have a jury here. I know the  
15 issues. I don't need opening statements. I've got --

16 MR. TOSDAL: Okay.

17 THE COURT: -- five pounds of briefs.

18 MR. TOSDAL: I'm not asking to give one. I just want  
19 to be ready if you want them. That's --

20 THE COURT: Mr. Tosdal, let's make sure you're clear,  
21 because you're probably not familiar with the bankruptcy  
22 process.

23 MR. TOSDAL: That's right.

24 THE COURT: You have filed an objection. That's your  
25 opening brief. That's your legal --

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1 MR. TOSDAL: Okay.

2 THE COURT: That's your legal argument why the plan  
3 shouldn't be confirmed. And today, Mr. Karotkin will file the  
4 debtors' brief. And so those briefs are what frame the issues.  
5 And when I schedule the oral argument, I will invite you, if  
6 you wish to make an argument, from the legal arguments -- well,  
7 like any court. You're experienced. You know what the deal  
8 is. And if some testimony comes in during the testimonial  
9 phase of this case, I expect you to argue why I should  
10 disregard it, because it's their testimony, and I should have  
11 supports not confirming the plan, if that's what you want.

12 I believe that's your goal. I can't keep track of all  
13 the -- we have people that support the plan and that oppose the  
14 plan. And I think you're in the opposed category.

15 MR. TOSDAL: Well --

16 THE COURT: If you're in the support category, I don't  
17 need to hear from you.

18 MR. TOSDAL: I'm fine with that procedure, Your Honor.  
19 I just want to know what it is.

20 THE COURT: Okay. I hope I've answered the question.

21 MR. TOSDAL: You have, sir. Thank you.

22 THE COURT: Is there anyone else who wishes to be  
23 heard today?

24 All right. What I'm going to do --

25 MR. KAROTKIN: Do --



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1 THE COURT: -- if --

2 MR. KAROTKIN: Your Honor?

3 THE COURT: Yes.

4 MR. KAROTKIN: Just a --

5 THE COURT: Mr. Karotkin, for the record. Yeah.

6 MR. KAROTKIN: Yes, sorry. Thank you, sir.

7 I indicated -- I believe I had indicated at the prior  
8 conference that we would be filing a proposed confirmation  
9 order, as well, today. We will not be doing that. We have  
10 circulated drafts of that to various parties and received a  
11 number of comments. We're trying to address those comments,  
12 and I just don't think it would be productive to file that at  
13 this time. We will endeavor to get a proposed order on file as  
14 quickly as we can.

15 THE COURT: On that subject, Mr. Karotkin, I think  
16 when I first met you, oh so long ago, in this case, I  
17 complained about too much stuff be in orders and not so much  
18 stuff being in motions. And of course, there is a tendency to  
19 put lots of things in orders. But one of the things that I was  
20 reflecting on here, and didn't mention until you reminded me  
21 here, is whether I need proposed findings.

22 I'm not a great fan of proposed findings, because I  
23 know that there are some courts that take -- don't take kindly  
24 to lawyers preparing proposed findings for judges. And I have,  
25 in my career, have maybe no more than two or three times, asked

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1 for proposed findings. But I -- may I assume that your  
2 proposed order will suffice as proposed findings?

3 MR. KAROTKIN: You may assume that the proposed order  
4 has proposed findings as well.

5 THE COURT: Well, as you know, there's a convention to  
6 put in a -- something -- to the extent that this is a  
7 conclusion, that -- a finding -- I'll call it a conclusion and  
8 vice versa. And I'm not going to say I want a two-line  
9 proposed order. I'm willing to accept a lengthy order that  
10 you're negotiating.

11 But my point is that I want to -- particularly if --  
12 since there are objections and assuming -- you're assuming I'm  
13 going to confirm this plan. I haven't made up my mind yet.  
14 But if I do, I want to make sure that whatever I sign suffices  
15 for the record and for any appellate review that I've made  
16 findings. And I don't have a problem with a recital that these  
17 are my findings as included in a proposed order. But I want  
18 you to -- if I had said to you, I want you to do proposed  
19 findings, I suspect it would be largely repetitive with the  
20 proposed order.

21 So just keep that in mind. And I don't -- don't hand  
22 me an order that I signed that gets reversed on appeal because  
23 the appellate court says that there's no findings.

24 MR. KAROTKIN: I would never -- I would never do that  
25 to you, sir.

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1           THE COURT: One other thing that I'm just going to  
2 throw out there for the benefit of everyone. I don't know  
3 whether the total time we've spent on this trial is going to  
4 be -- I can't quantify it, but you've all been very  
5 professional in this. But I think I'm going to invite all  
6 counsel during the trial to enjoy shelter in place casual. I'm  
7 probably going to wear a robe because I'm going to have one,  
8 but I'm not going to be offended if you all dressed a little  
9 more casually.

10           And I realize many of you are in your homes. You  
11 might have just seen I had a spouse just walk right behind me.  
12 So I want -- and also, I find this notion of sitting right in  
13 front of a laptop, without even getting up to stretch my legs,  
14 is a little bit of a burden. That doesn't mean we can't have  
15 personal convenience breaks.

16           But I want to just leave it out there, if you want to  
17 dress down a bit, please feel free, for the trial. Judge  
18 Hammond -- my colleague Judge Hammond had a -- one recently,  
19 and she made that announcement. And some lawyer was in her  
20 virtual courtroom in a T-shirt and jeans, and I think she took  
21 a little offense at that. But seriously, I'm not being flip  
22 about this. You are all working either in your homes or in  
23 your offices under different circumstance -- difficult  
24 circumstances, too. There's no reason why you can't make it  
25 little more easy, if you choose to. I'm not going to have a

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1 quiz on -- and grade you on your dress code, but I want you to  
2 feel welcome to dress more casually if you'd like. I may do it  
3 myself.

4 Mr. Tsekerides, early on, you suggested that maybe we  
5 need a follow-up. I think we probably do need a follow-up.  
6 I'm going to defer, though, and do it over the weekend. I know  
7 it's a bit of burden, but I find communicating with all of you  
8 on the docket text to be quite convenient. So I just need to  
9 have an opportunity to absorb all the stuff that's coming in  
10 today. And I might follow Mr. Karotkin's suggestion that we  
11 can always cancel something.

12 So I might issue a docket text over the weekend that  
13 says we need to have another Zoom pre-trial conference on  
14 Tuesday. And I might -- after I look at the witnesses and look  
15 at the summaries, I'm not sure what I'm going to do about when  
16 to actually start with the witnesses. But it may not be as  
17 early as Wednesday. I just -- keep it open.

18 Okay?

19 MR. TSEKERIDES: Okay.

20 THE COURT: All right, everyone. Have a nice weekend.  
21 Thank you for your time. I look forward to what's next for all  
22 of us.

23 MR. KAROTKIN: Thank you, sir.

24 MR. TSEKERIDES: Thank you, Your Honor.

25 MR. TOSDAL: Thank you, Your Honor.

PG&E Corporation and Pacific Gas and Electric Company

1 THE COURT: Thank you, Clerk. Thank you to the staff  
2 and everyone for participating.

3 Have a nice weekend.

4 MR. TSEKERIDES: You, too.

5 MR. KAROTKIN: Bye-bye.

6 MR. TOSDAL: You, too.

7 (Whereupon these proceedings were concluded at 12:58 PM)

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## C E R T I F I C A T I O N

I, Linda Ferrara, certify that the foregoing transcript is a true and accurate record of the proceedings.



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/s/ LINDA FERRARA, CET-656

eScribers

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Phoenix, AZ 85020

Date: May 26, 2020

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